

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & Co., et al.,	)	Case No. 01-1139 (JFK)
	)	(Jointly Administered)
Debtors,	)	

**NOTICE OF INTENT TO PURCHASE, ACQUIRE  
OR OTHERWISE ACCUMULATE EQUITY SECURITIES**

PLEASE TAKE NOTICE that certain accounts managed by York Managed Holdings, LLC (the "Managed Accounts") hereby provide notice of their intention to purchase, acquire or otherwise accumulate one or more shares of the equity securities (the "Equity Securities") of W. R. Grace & Co. or an Option with respect thereto (the "Proposed Transfer").

PLEASE TAKE FURTHER NOTICE that, if applicable, on February 14, 2011, the Managed Accounts filed a Notice of Status as a Substantial Equityholder<sup>1</sup> with the United States Bankruptcy Court for the District of Delaware (the "Court") and served copies thereof on the Debtors' counsel.

PLEASE TAKE FURTHER NOTICE that the Managed Accounts currently Beneficially Own 24,172 shares of the Equity Securities (common stock) of W. R. Grace & Co.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, the Managed Accounts propose to purchase, acquire or otherwise accumulate 15,566 shares of Equity Securities. If the Proposed Transfer is permitted to occur, the Managed Accounts will Beneficially Own 39,738 shares of Equity Securities after the transfer.

PLEASE TAKE FURTHER NOTICE that this filing is made by the Managed Accounts, as the Managed Accounts, together with York Credit Opportunities Fund, L.P., Merrill Lynch Investment Solutions – York Event-Driven UCITS Fund, Jorvik Multi-Strategy Master Fund, L.P., York Credit Opportunities Master Fund, L.P., York Capital Management L.P. and York Multi-Strategy Master Fund, L.P., each of which is indirectly advised by York Capital Management Global Advisors LLC, have collectively purchased 4.89% of Equity Securities. While the Managed Accounts have not concluded that the relationships among the foregoing entities are sufficient to cause the Managed Accounts to have "Beneficial Ownership" as defined under section 382 of the Internal Revenue Code over the Equity Securities owned by the other entities set forth above, in an abundance of caution, the Managed Accounts hereby inform the Debtors and the Court of their ownership interest in the Equity Securities described herein.

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<sup>1</sup> For purposes of this Notice, all capitalized terms not defined herein shall have the same meaning as is set forth in the Final Order of this Court, entered [January 26, 2005], Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures.

PLEASE TAKE FURTHER NOTICE that the taxpayer identification numbers of the Managed Accounts are N/A (offshore accounts).

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, the Managed Accounts hereby declare that they have examined this Notice and accompanying attachments (if any), and, to the best of their knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order of this Court, entered on January 26, 2005, Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures, this Notice is being (A) filed with the Court, and (B) served upon Kirkland & Ellis LLP, counsel to the Debtors, 200 E. Randolph Drive, Chicago, Illinois 60601, Attn.: Janet S. Baer, Esq.

PLEASE TAKE FURTHER NOTICE that the Debtors have ten (10) calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors file an objection, such Proposed Transfer will not be effective unless approved by an order of the Court not subject to appeal, modification, stay, or reconsideration. If the Debtors do not object within such ten (10) day period, then after expiration of such period the Proposed Transfer may proceed specifically as set forth in the Notice.

The undersigned prospective acquirer understands that any further transactions that may result in the Managed Accounts purchasing, acquiring or otherwise accumulating additional shares of Equity Securities (or an Option with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.

Dated: February 15, 2011  
New York, New York

Respectfully submitted,

York Managed Holdings, LLC, as Investment  
Manager to four managed accounts

By:   
Name: Daniel A. Schwartz  
Title: Chief Investment Officer

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APPROVED